



ENTERED
03/29/2021

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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|---|---|-------------------------------|
| In re: | § | |
| | § | Chapter 11 |
| | § | |
| FIELDWOOD ENERGY LLC, <i>et al.</i>, | § | Case No. 20-33948 (MI) |
| | § | |
| Debtors.¹ | § | (Jointly Administered) |
| | § | |

STIPULATION AND ORDER ON PROVIDING INFORMATION

This Stipulation and Order (“Order”) is entered into by and among: (a) the debtors and debtors in possession in the above captioned chapter 11 cases (collectively, the “Debtors”); and Chevron U.S.A. Inc. and Noble Energy, Inc. (collectively “Chevron”) for the Debtors’ affirmative agreement and obligation to provide Chevron requested information related to the Debtors’ connections with Chevron, and assets or properties in which Chevron currently, or previously, had an interest which are now part of the Debtors’ cases and will be treated, in some manner, under the Debtors’ current plan (as such plan may be amended or modified), or otherwise treated in the bankruptcy cases. Contemporaneously herewith, the Debtors and Chevron have executed a form of protective order which shall govern the use and disclosure of any information Debtors provide that is marked as “Designated Material” (as defined and subject to the terms, conditions and limitations in that protective order). This Order identifies the scope and/or categories of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

information Debtors have agreed to provide to Chevron, as part of the consideration for Chevron's withdrawal of its objection to approval of the Debtors' disclosure statement.

Debtors and Chevron agree and stipulate as follows:

1. The information to be produced or provided by the Debtors to Chevron is reflected in Exhibit "A" attached hereto and incorporated herein, but broadly includes:
 - a. Information requested by Chevron in its disclosure statement objection;
 - b. Information requested by Chevron in the discovery request to Debtors dated February 3, 2021;
 - c. Information set out in the "operations" list;
 - d. Any follow-up informational requests by Chevron; and
 - e. Any other information as ordered by the Bankruptcy Court to be provided as part of the disclosure statement and confirmation process.
2. Debtors shall produce the information or provide access to Chevron on or before April 16, 2021, and for follow-up requests, to provide such information as soon as practicable.

THE FOREGOING STIPULATION IS SO ORDERED:

Signed: March 29, 2021



Marvin Isgur
United States Bankruptcy Judge

IT IS SO STIPULATED:

/s/ Alfredo R. Pérez

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**ATTORNEYS FOR CHEVRON U.S.A.
INC. AND NOBLE ENERGY, INC.**

Exhibit A

1. Information pursuant to disclosure statement Objection filed by Chevron with respect to all properties and assets covered by the Abandoned Properties schedule, as follows:
 - i. Information on the operating status, the condition of any wells and platforms, all unresolved INCs and other safety concerns, the ownership and development history, and the period for which any leases have been terminated or relinquished.
 - ii. Information on the cost to perform outstanding decommissioning obligations, the extent of any bonding that secures Debtors' decommissioning obligations, the ability to access those bonds, and any unsecured associated liabilities that would fall to the taxpayers.
 - iii. Information on the identity of contracts that would be helpful or necessary to perform decommissioning and plugging and abandonment obligations, along with the cost to cure any defaults relating to any such contracts.
 - iv. Information on the process Debtors propose to resolve objections by Predecessors related to the Abandoned Properties.
 - v. Information on treatment of any Abandoned Property and any associated contracts, if a Predecessor does not accept an Abandoned Property or its associated contracts.
 - vi. Information on all "orphan obligations" for which no Predecessor exists to satisfy obligations that arose or were incurred after such Predecessor sold/transferred the Abandoned Property and for which taxpayers would bear the cost to decommission.
 - vii. Information on all assets comprising the Abandoned Properties with reasonable particularity, including the executory contracts, unexpired federal leases, rights-of-way, and rights-of-use-and-easement that would be forcibly "returned" to unidentified Predecessors.
 - viii. Information on the process to safely transfer operating wells, platforms, and other lease facilities to identified Predecessors including timing and budget for any transition.
 - ix. Information on any agreements reached with creditors or other interested parties, including agreements for the "return" of the Abandoned Properties or performance of Debtors' decommissioning obligations.
 - x. Information on the regulatory approvals required in connection with the Abandoned Properties how these approvals would be obtained.
2. Information on the liquidation analysis, valuation analysis, financial projections or other financial analyses and underlying assumptions that purport to justify the Plan.

3. Information regarding the releases to be granted to the Released Parties including but not limited to the basis for the Plan's grant of broad releases in what is, in effect, a plan of liquidation and why certain non-debtors, such as Apache that may owe other creditors contribution for decommissioning costs, are included in the definition of Released Parties.
4. Information from Chevron's discovery request to Debtors dated February 3, 2021 which included as follows:

The requested information is for all Fieldwood Assets in which any Chevron affiliate or predecessor entity (including e.g., Union Oil Company of California, Samedan Oil Corporation) has any record title or operating rights connections:

- the ownership history of the Fieldwood Assets, including all current co-owners (record title and operating rights) and most immediate prior three predecessor record title and operating rights owners, if any, their percentage ownership interests, and dates of ownership;
- any contractual rights in leases sold or transferred to Fieldwood by Chevron (including Chevron affiliates or predecessors);
- status of each lease (e.g. producing, terminated, relinquished, etc.), if the lease is active and not producing, then an explanation of why and when/if production should be restored;
- all outstanding or unresolved INCs and outstanding civil penalties related to the Fieldwood Assets;
- for each lease, the identity of bonds and other forms of security (both BOEM and privately held) covering decommissioning obligations, along with the bond amounts, the obligees, and name of the surety;
- list of maintenance work (including but not limited to capital projects in excess of \$200,000) for the Fieldwood Assets anticipated, due or scheduled in the next 24 months, along with the estimated costs and a brief description of the anticipated work scope;
- any other known outstanding issues or work identified as required to bring the asset into compliance with applicable regulations and guidelines.
- Fieldwood's decommissioning cost estimates for each lease that is operated by Fieldwood.

5. "Operational" Information and documentation as follows:

Facilities

- Structural Drawings – including but not limited to jacket, pilings, topsides & helideck details
 - Any major modification details – include permit package(s) as defined by BSEE OSTS Major Modification requirements
- Latest Topsides & Underwater Inspections (Level 1, 2 & 3, to include post-storm inspections)
- Production & Pipeline as-built drawings and system status. Current fluid compositions in vessels & lines and/or detailed flushing reports.

- Current status of helidecks & boat landings for access details
- P&IDs
- Platform Layouts (area class, equipment & fire safety)
- Crane service status & latest inspection
- Pipeline pigging & maintenance history

Wells

- Current well schematics
- Well status, information & history, including but not limited to:
 - casing pressure monitoring history
 - wireline notes
 - most recent production tests
- Drilling Info (specifically when the wells have been recompleted or sidetracked), including but not limited to:
 - EORs and drilling notes
 - updated well schematics
- Tree/Wellhead design details
- Logs, including but not limited to Gamma and CBL (or similar)
- Subsea wells information including but not limited to:
 - umbilical details & electrical/comms status for wells
 - latest ROV inspection reports for any wells with loss-of-communications

Specifics for Floating Facilities & Subsea Developments

- Marine operations manual(s)
- Stability Letter or Lightship Report & at least 30 days of daily weight reports
- Hull general arrangements
- Detailed hull & topsides drawings
- Mooring system drawings, layout and general arrangement
- Mooring pile drawings
- If available, please include:
 - Chain jack schematic or operations manuals
 - Hull tank tables
 - Global performance reports / analyses that have been done
 - Original installation procedures & drawings
 - UWILD & internal hull inspections for most recent 5-year cycle
 - Hull entry plans
 - Material Safety Data Sheets for permanent ballast in soft tank
- Flow line, subsea architecture drawings as well as as-built layouts for all infrastructure
- Proposed reef sites and any details already being proposed to regulators

Other Information

- Existing maintenance & monitoring agreement with regulators
- Any existing structural analysis or facility topple-risk information